

MARVEL
COMICS

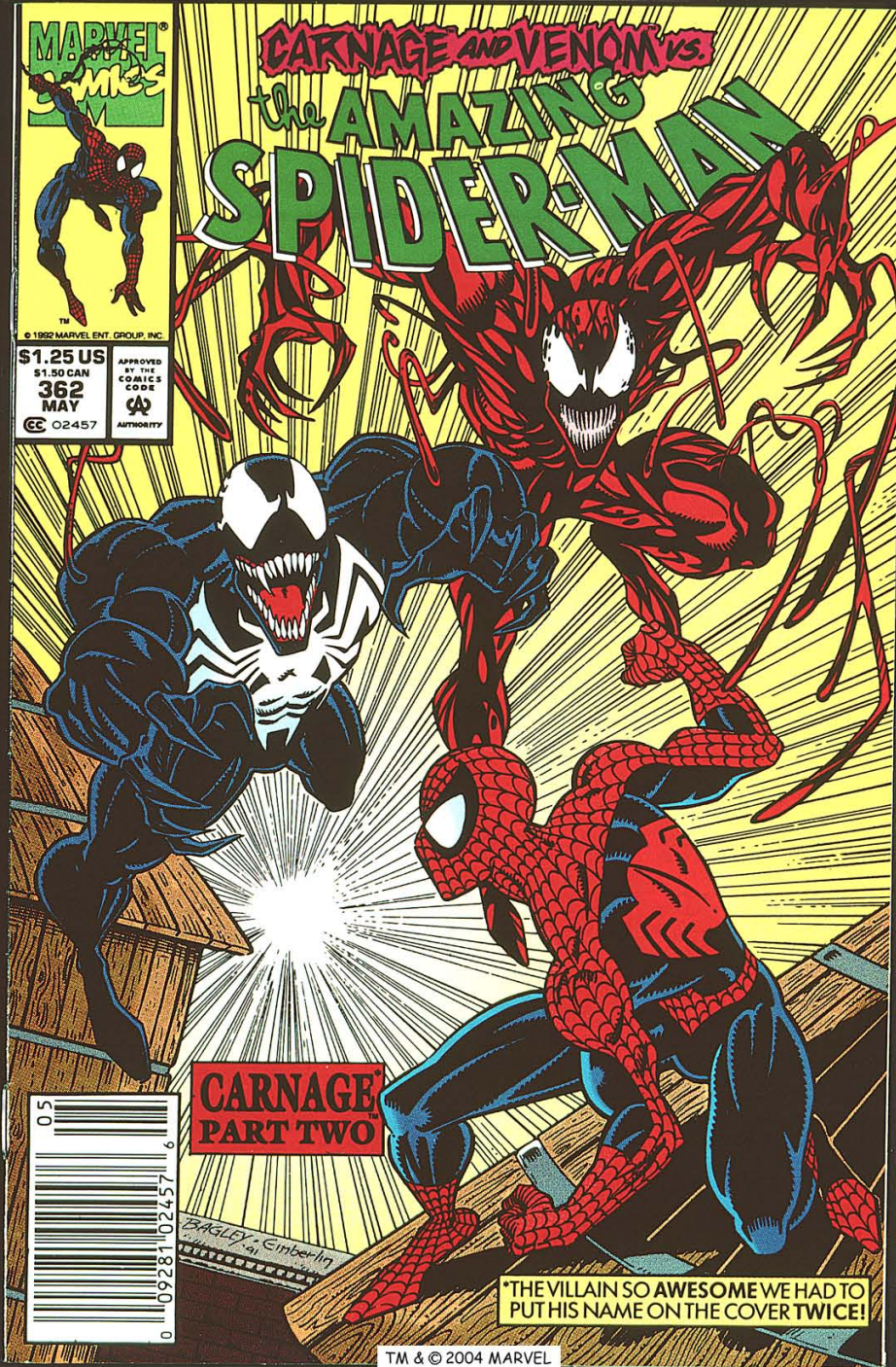


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CARNAGE AND VENOM VS. the AMAZING SPIDER-MAN



CARNAGE
PART TWO

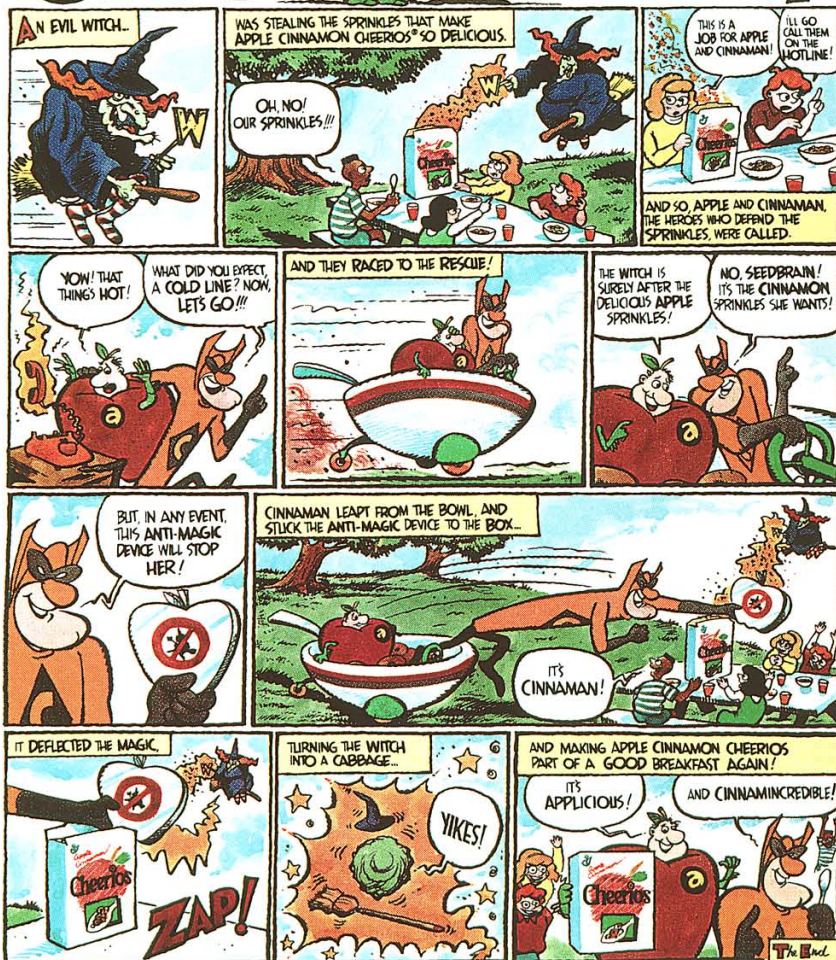


BAGLEY • CIBERLIN

*THE VILLAIN SO AWESOME WE HAD TO
PUT HIS NAME ON THE COVER TWICE!

THE ADVENTURES OF APPLE AND CINNAMAN

DEFENDERS OF THE SPRINKLES #2

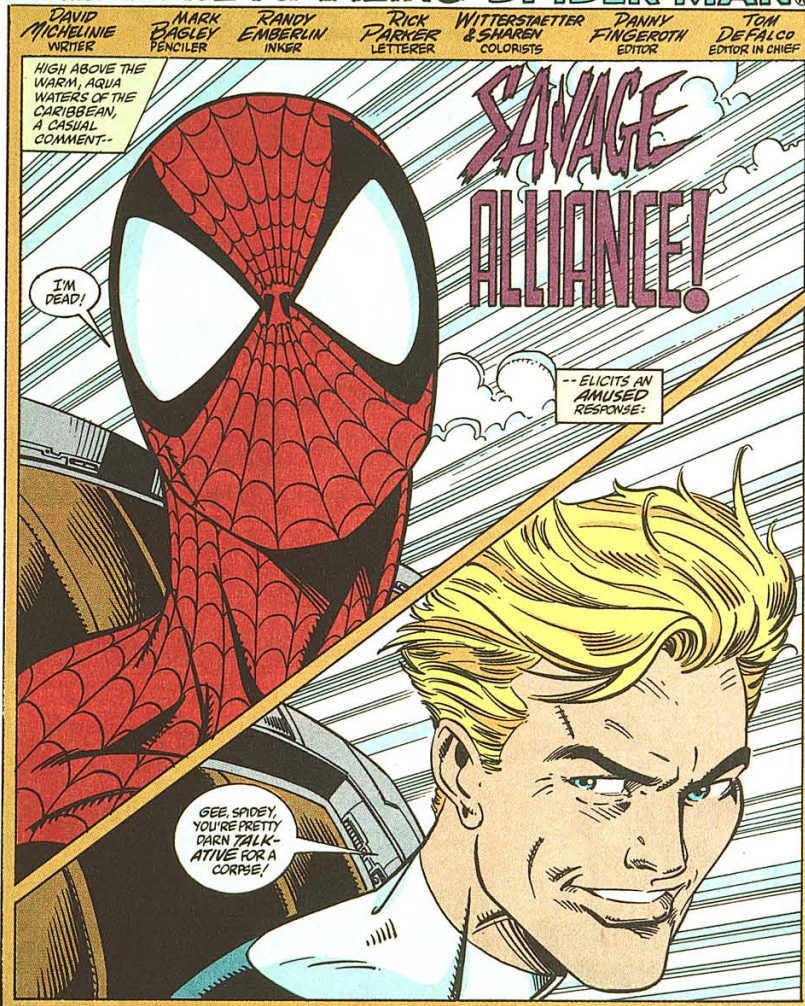


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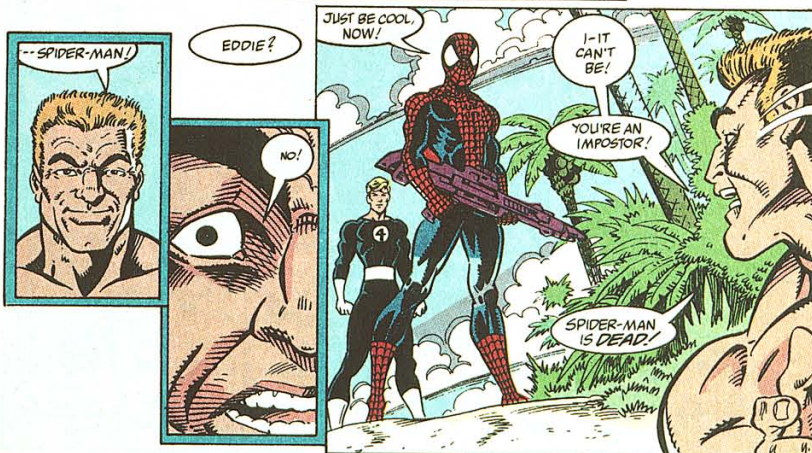
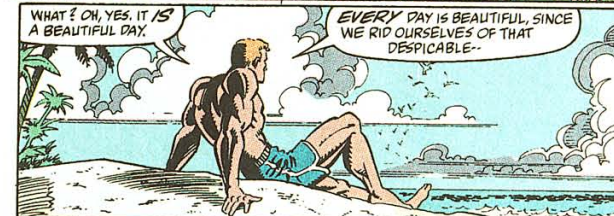
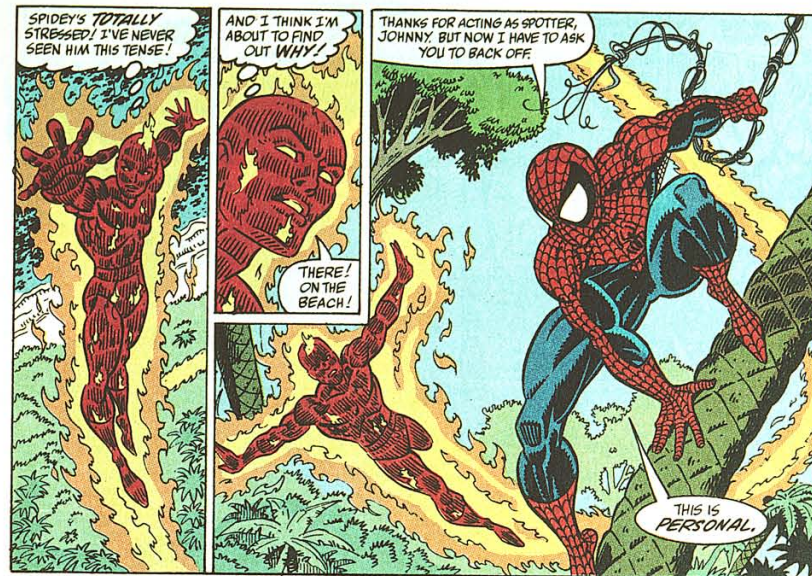
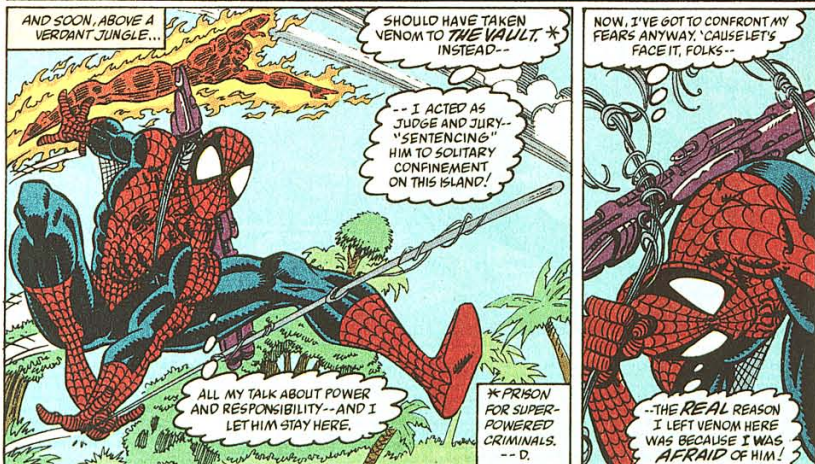
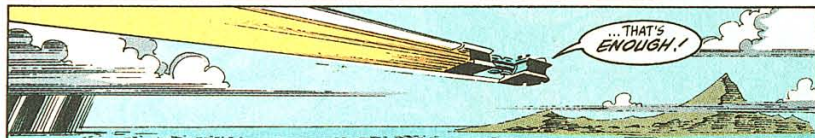
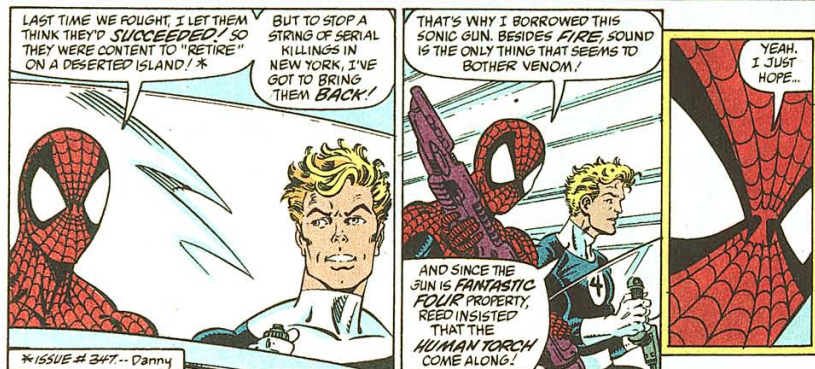
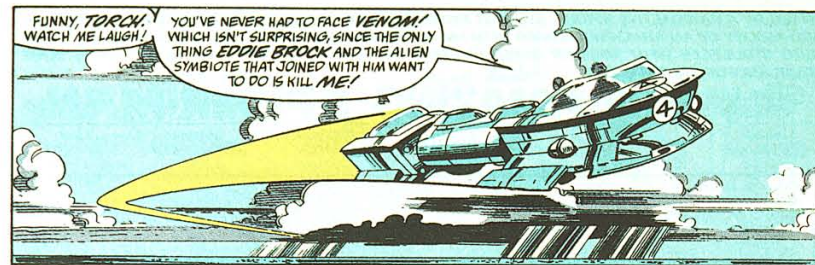
BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN®



THE AMAZING SPIDER-MAN® Vol. 1, No. 382, May, 1992. (ISSN# 0274-5232) Published by MARVEL COMICS, Terry Stewart, President. Stan Lee, Publisher. Michael Hobson, Group Vice President, Publishing. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1992 Marvel Entertainment Group, Inc. All rights reserved. Price \$1.25 per copy in the U.S. and \$1.50 in Canada. Subscription rate for 12 issues: \$15.00 U.S.; Canadian subscribers must add \$8.00 for postage and GST GST #R127032852. Foreign: \$27.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue and the distinctive likenesses thereof) is a trademark of MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO: THE AMAZING SPIDER-MAN, c/o MARVEL COMICS, 5TH FLOOR, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Printed in the U.S.A.

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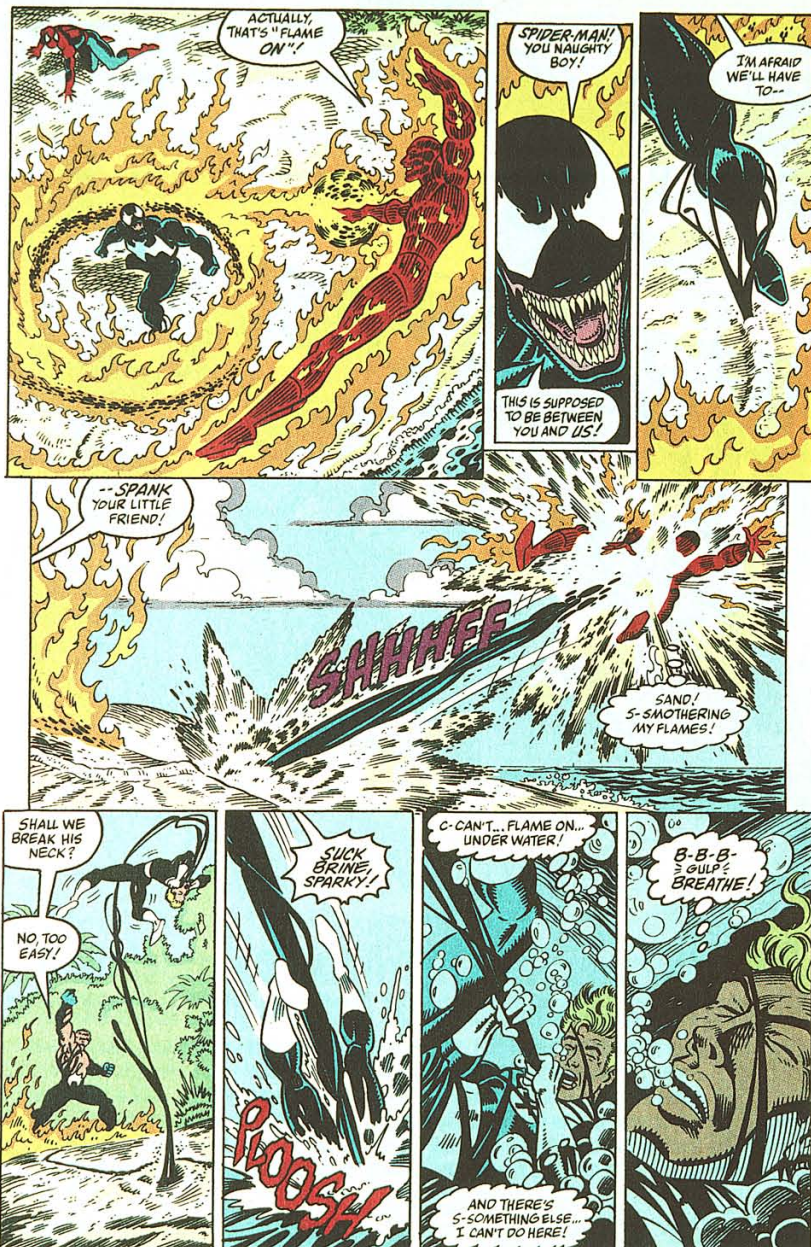
NEW FROM MARVEL COMICS! This is one tough pack to keep intact. One hundred explosive cards with all-new, all-original art by master illustrator Jim Lee. Featuring a full universe of X-Men, plenty of Super Heroes, Super-Villains, and a new character never before seen by the public. Plus, for the first time, five randomly packed, limited-edition gold foil holograms. Don't miss these cards, or you'll be missing a whole new world of superhuman adventure!



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SO REAL YOU'LL WISH IT WAS JUST A GAME!

W
SUPER
WRESTLEMANIA™

10 WWF SUPERSTARS™

SINGLES AND TAG TEAM MATCHES

IN AND OUT OF THE RING ACTION

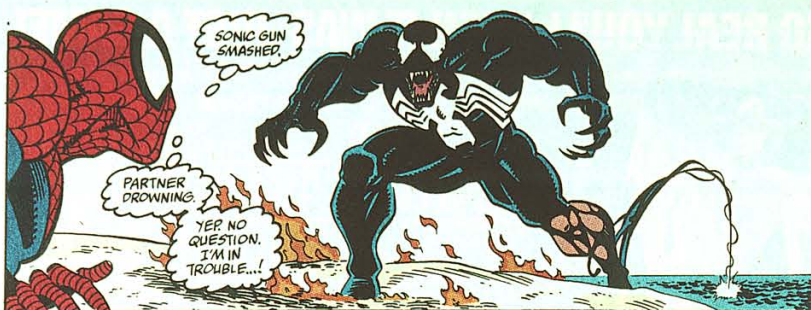
4-ON-4 SURVIVOR SERIES MAYHEM

Charge down to ringside in WWF Super WrestleMania!!!
 Never before have the WWF Superstars™ like Hulk Hogan™, Sid Justice™, The Undertaker™ and Jake "The Snake" Roberts™ looked so real! They're bigger, mightier and tougher than ever before!
 You're in command of powerslams that rock the arena, clotheslines that clobber, and atomic suplexes that flatten your foe into submission!
 You've got the skill and the bone crushing moves...but do you have the *guts* to become the next WWF champion?

ACTUAL GAME SELECTION SCREENS!



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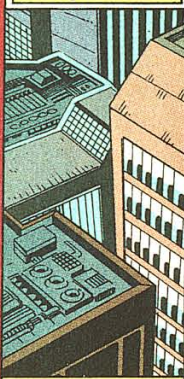


SONIC GUN SMASHED.

PARTNER DROWNING.

YEP. NO QUESTION. I'M IN TROUBLE...

Interlude. MANHATTAN. THE TROUBLE SPIDEY LEFT BEHIND...



CLETUS KASADY HAD SMILED, EVEN AS THE DESK CLERK INFORMED HIM THAT ACCESS TO UNION BOSS ROBERT SUTCLIFF'S OFFICE WAS RESTRICTED.



EVEN AS HE PUSHED THE CLERK'S FACE THROUGH A SOLID OAK COUNTER TOP.

FOR CLETUS KASADY IS ALSO--



--CARNAGE. PRIVATE

AND FOR CARNAGE--

--WHERE THERE'S AN ILL WILL--



--THERE'S A WAY!



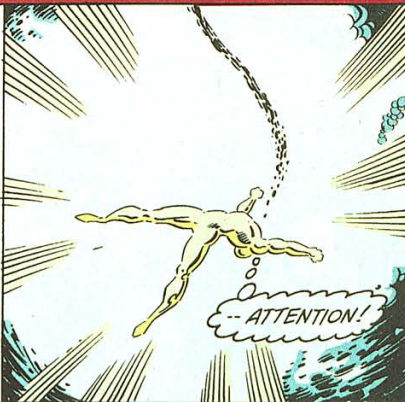
D-D-DESPERATION TIME!

G-GOTTA CONCENTRATE... T-TRY MY NOVA FLAME!

W-WON'T STAY LIT... U-UNDER WATER!



BUT MAYBE IT'LL BE ENOUGH... TO GET THAT MONSTER'S...



--ATTENTION!



ooo ooo ooo!

THAT TINGLES!



RUNNING?

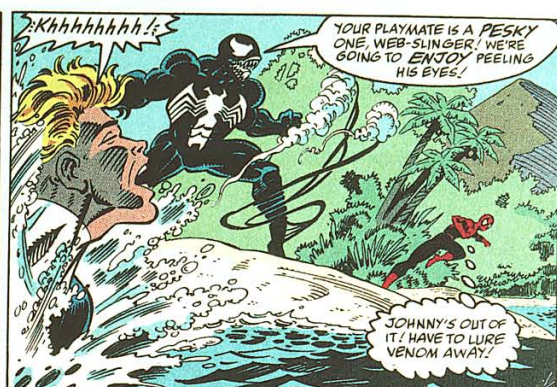
GOOD!

COWARDS TASTE YUMMY!



SPENT TOO MUCH ENERGY! CAN'T SPIDEY SOME FLAME ON!

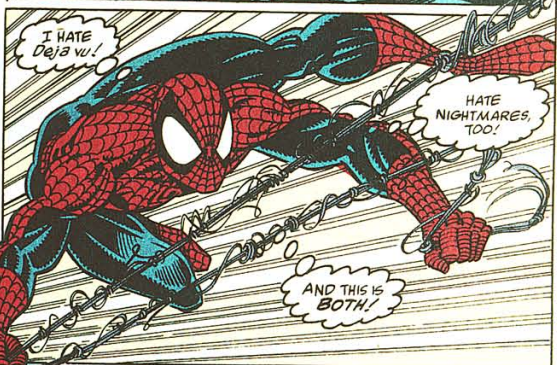
H-HAVE TO HELP SPIDEY SOME OTHER WAY!



Khhhhhhhh!

YOUR PLAYMATE IS A PESKY ONE, WEB-SLINGER! WE'RE GOING TO ENJOY FEELING HIS EYES!

JOHNNY'S OUT OF IT! HAVE TO LURE VENOM AWAY!



I HATE Deja vu!

HATE NIGHTMARES, TOO!

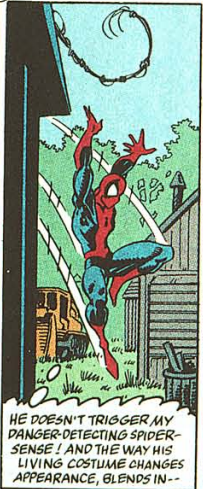
AND THIS IS BOTH!



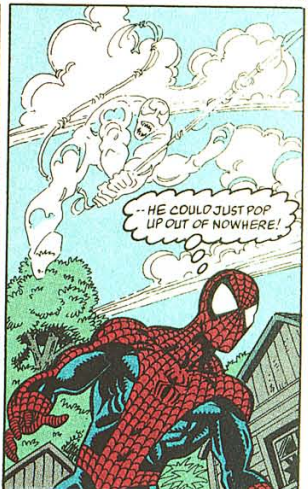
ABANDONED MINING VILLAGE!

I FOUGHT VENOM HERE BEFORE!

BARELY ESCAPED WITH MY LIFE THEN! SO HOW DO I FIGHT HIM NOW?



HE DOESN'T TRIGGER MY DANGER-DETECTING SPIDER-SENSE! AND THE WAY HIS LIVING COSTUME CHANGES APPEARANCE, BLENDS IN--



--HE COULD JUST POP UP OUT OF NOWHERE!

CLASSIC MARVEL T'S

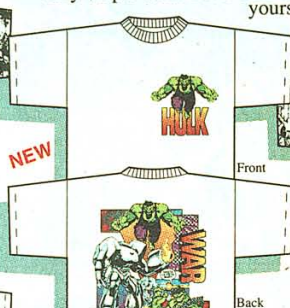
100% NATURAL EARTH FIBER T'S FROM THE LEADER IN MUTANT FASHION

It's neither cheap nor easy to produce the hottest T's on the planet. Our mutant artist insists on using the entire shirt as his canvas...We are pleased to announce that shipping & handling charges are now only \$1 per item. Dr. Doom does his homework and if you do yours, you will realize MARVEL T'S are still the best value for maximum cosmic style!



Front & Back

NEW



NEW

Front

Back

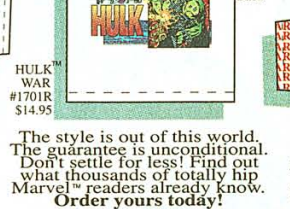


COMIC PAGE
#1601R
\$18.95



Front & Back

NEW



HULK & THOR
#1701R
\$14.95

Front & Back



Front & Back

MARVEL™
COLLAGE
#1602R
\$17.95

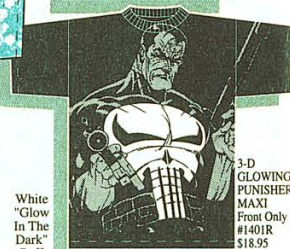


Front & Back

NEW

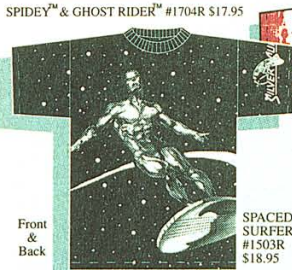


HULK™ & THOR™ #1603R \$18.95



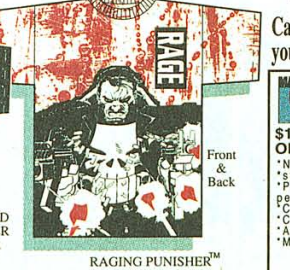
White
"Glow
In The
Dark"
Puff

3-D GLOWING
PUNISHER™
MAXI
Front Only
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\$18.95



Front & Back

SPACED
SURFER
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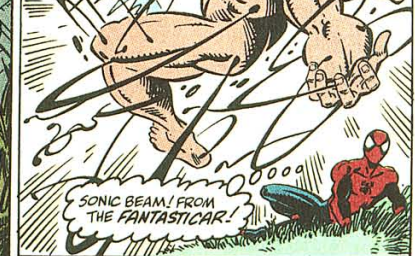
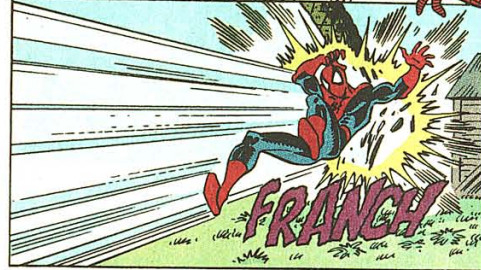
RAGING PUNISHER™
#1504R \$17.95

Call toll free (800) 237-HERO and order your's today. (Mastercard & visa only)

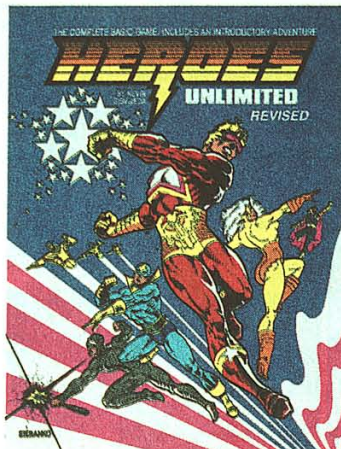
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*Check or money order only, no COD
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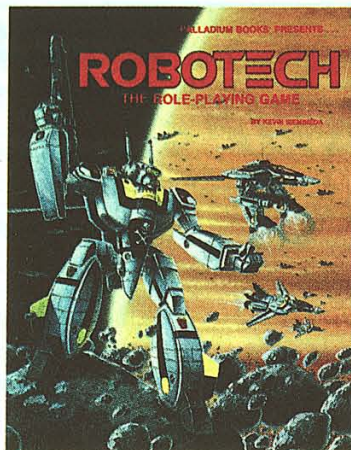
Worlds of Adventure ...

Palladium Books® produces some of the most popular role-playing games ever. From super powered heroes and Ninja Turtles to slayers of the supernatural and masters of super- science and magic.

Player characters can be robots, cyborgs, mutants, aliens, wizards, warriors, cyber-knights, superminja, superspies, psychic investigators (possessing psionic powers), dragons (yes dragons!), elves, wolven, and dozens of other superhuman heroes!

But that's not all ...

Palladium's role-playing games all use one basic set of rules. This means once you learn one of our games you can play any of them!



Best of all, you can easily bring characters from one game world into any of our other games! In fact, **Rifts** combines all of our games into one gigantic, multi-dimensional extravaganza.

As if this were not enough, all of **Palladium's** games are sturdy, 8 1/2 by 11 paperback books; easy to carry, easy to use, and easy to store on a shelf.

Illustrators include Richard Corben, James Steranko, Kevin Eastman, Peter Laird, Steve Bissette, Denis Cowan, Steve Hickman, Mike Gustovich, Kevin Long, and Keith Parkinson.

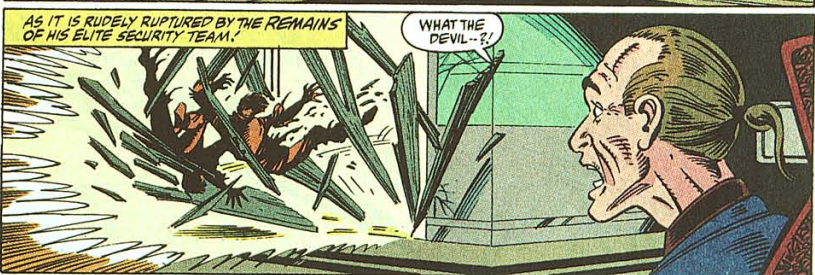
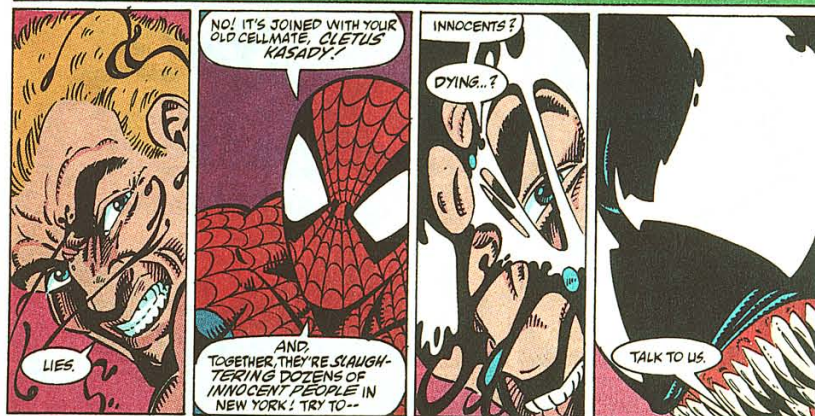
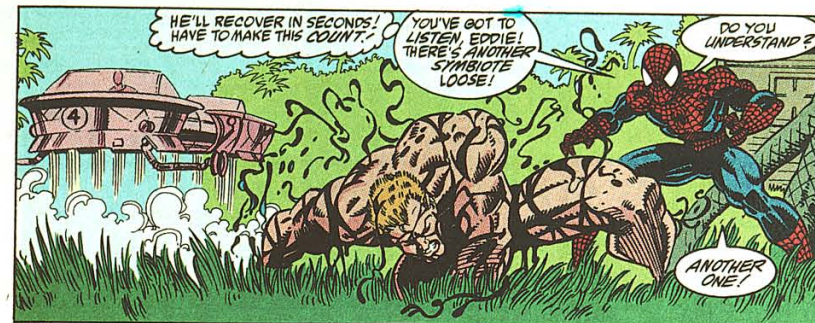
We suggest role-playing games for readers 12 and older.

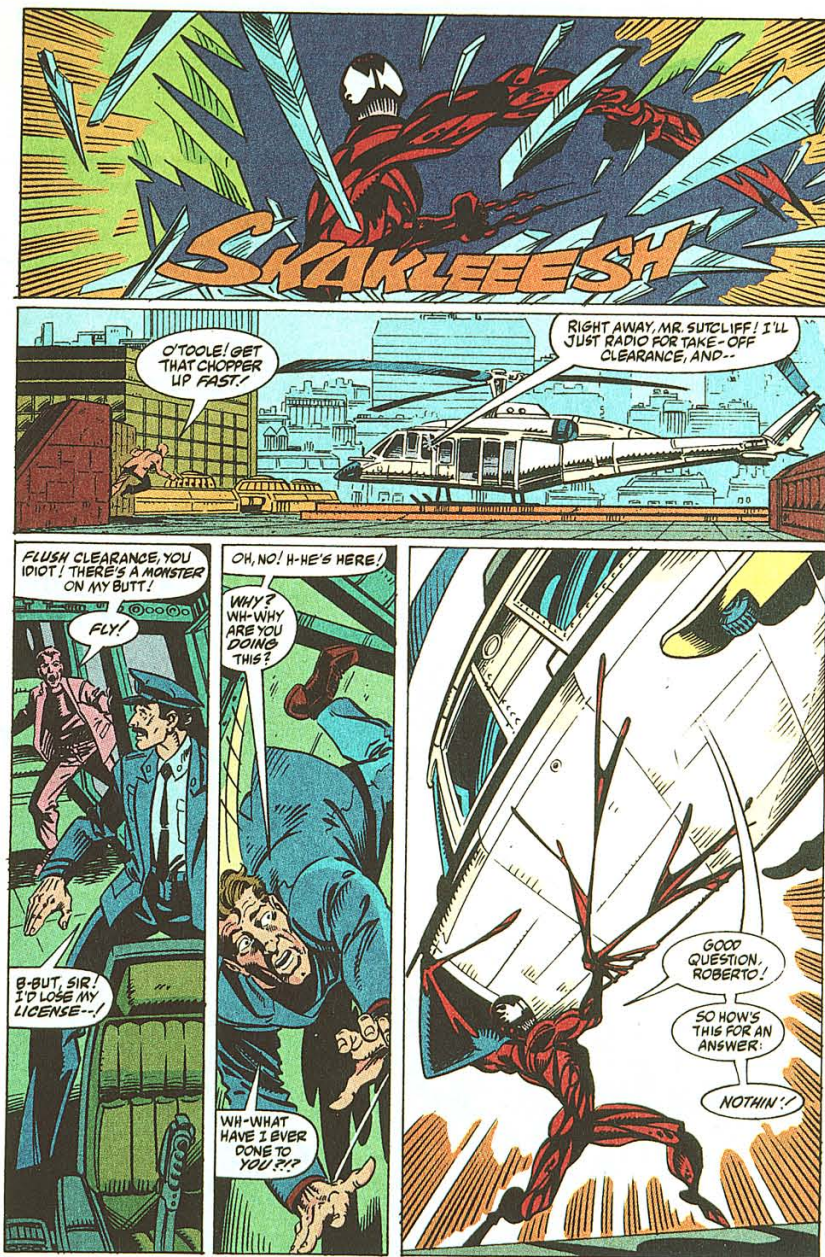
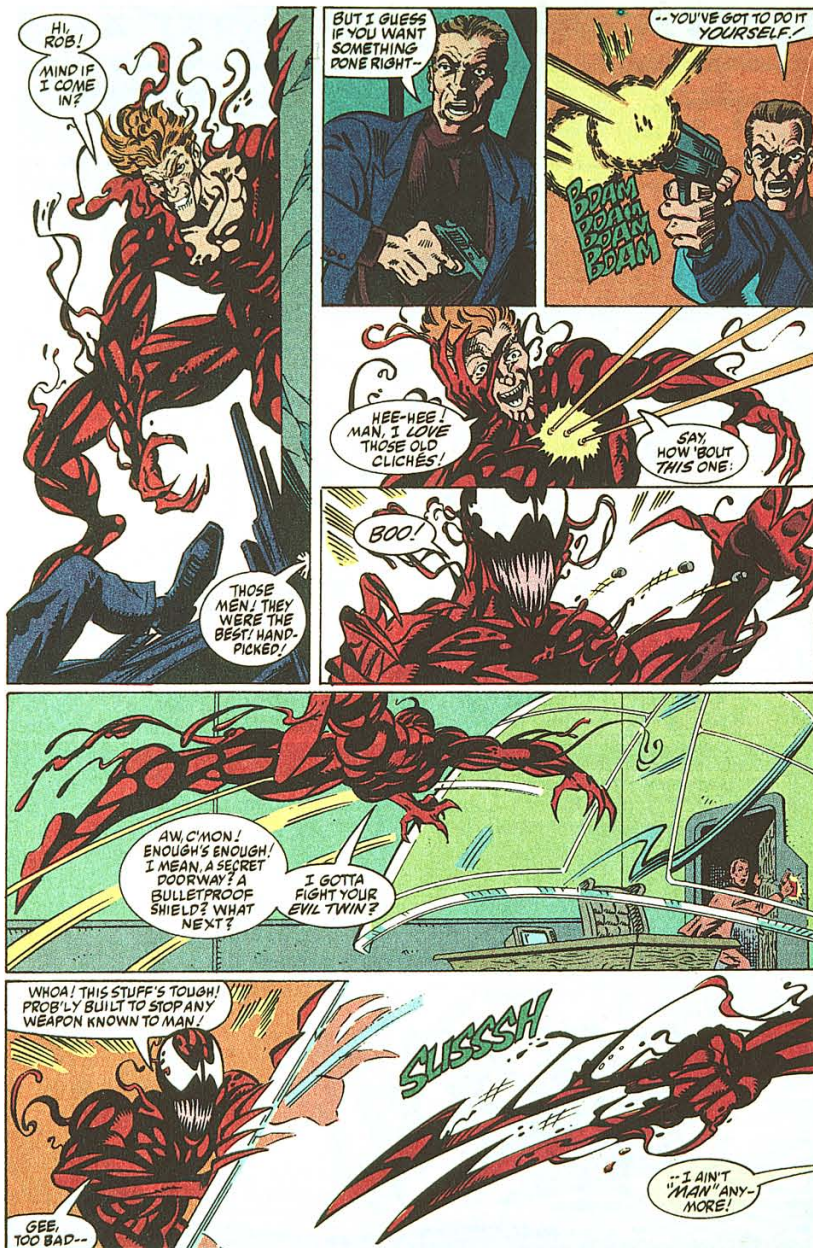
Where can you find these Palladium® RPGs?

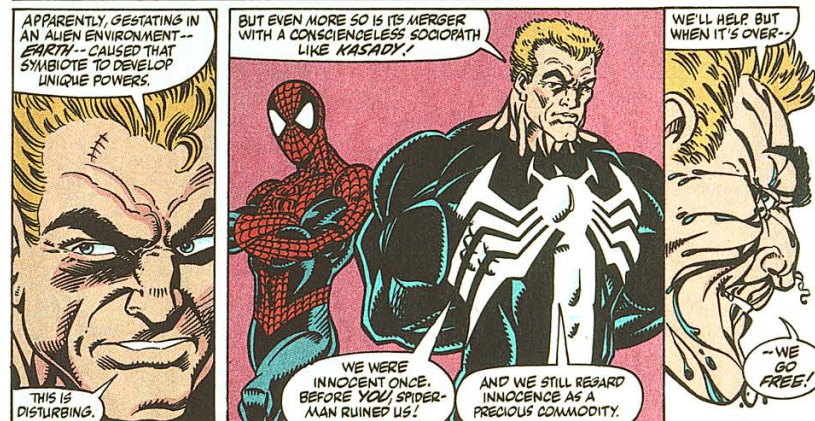
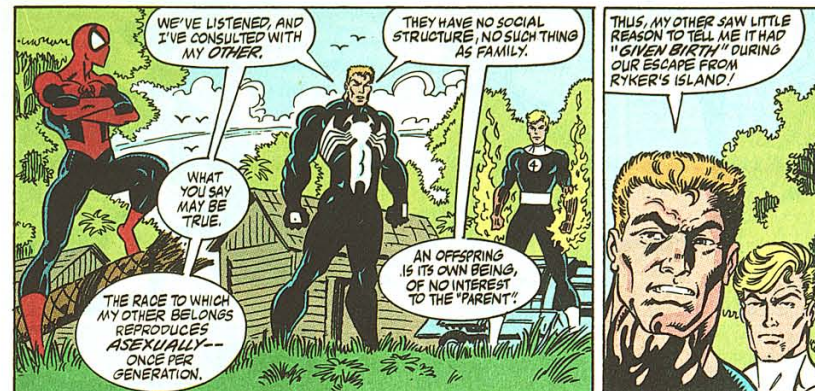
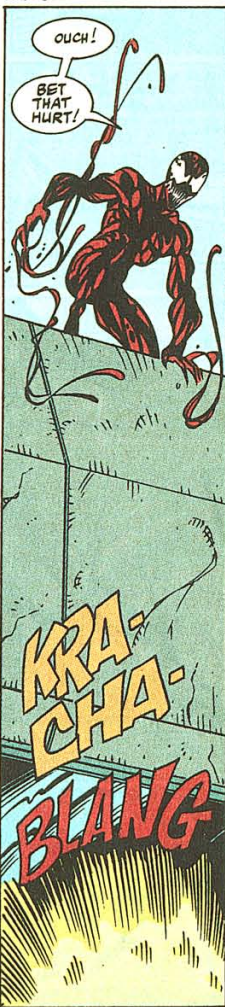
Most comic book stores and hobby shops carry at least some of our role-playing game books and can order the ones they don't currently have in stock. Or directly from Palladium Books®.

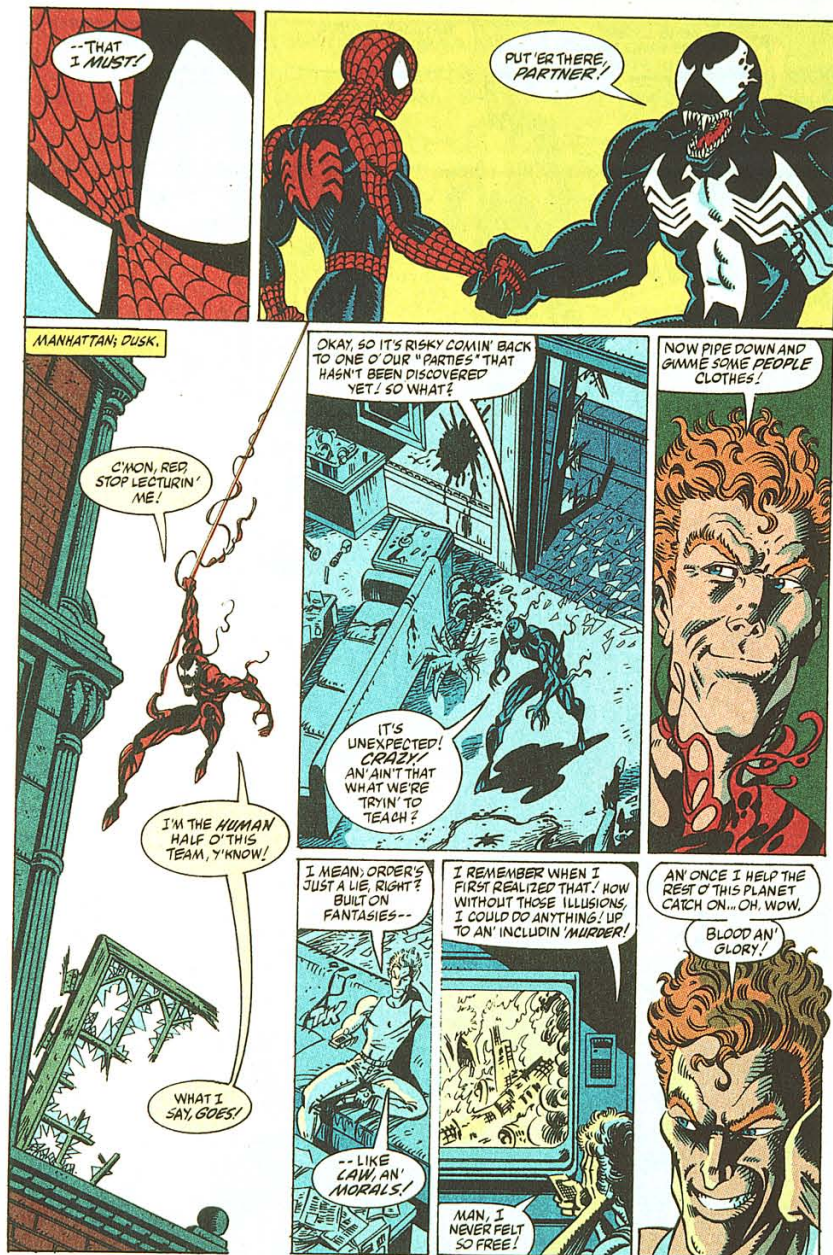
To read about Palladium's entire game line and **ROBOTECH** videocassettes, send 50 cents for our 24 page catalog to:
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CALL 1-900-420-6622 AND PLAY THE ULTIMATE MARVEL TRIVIA GAME!

Call 1-900-420-6622. \$3.95 flat fee. Call length is 3 minutes. Callers under 18 must get parent's permission. Touchtone phones only. Void in MD, MN, VA, AZ, GA and where prohibited. By Phone Programs, USA, Inc. 919 Third Avenue, New York, New York 10022.

WIN!

All winners receive a limited-edition poster of the art shown here (plate-signed by artists Ron Lim, Terry Austin and Paul Mounts).

PRIZE CLAIM

To claim your prize, print your name, address, age, and phone number on the back of the poster. Send to: Marvel Comics

Dept. 900 Mural
387 Park Avenue South
NY, NY 10018

IMPORTANT: If phone number doesn't match prize claim number—and if you call more than 4 times per week—the prize will be void. This game is subject to complete official rules and regulations.

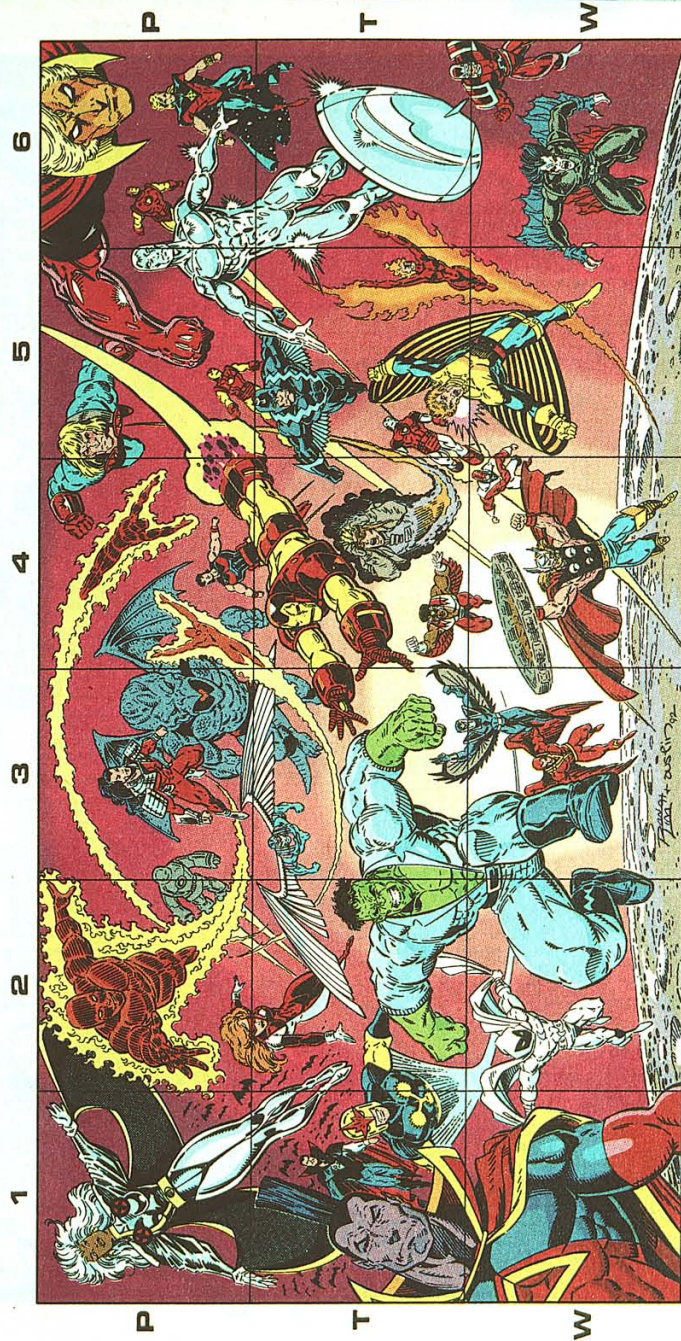
THE MARVEL MURAL OPTICAL CONTEST OFFICIAL RULES AND REGULATIONS

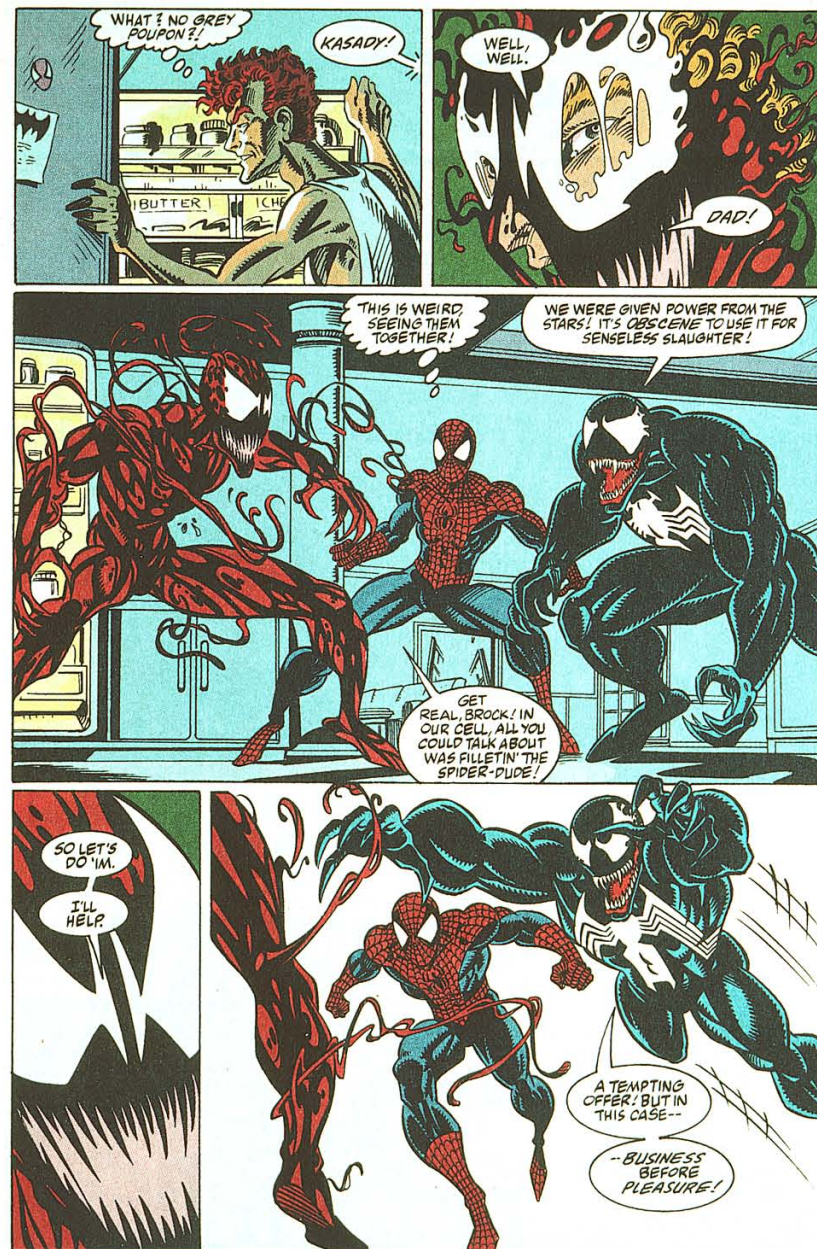
1. The Marvel Mural Optical Contest, sponsored by Marvel Entertainment Group, Inc. ("Marvel") and Phone Programs USA Inc., New York, NY, is an interactive game of skill requiring knowledge of the contests mural as found in various Marvel publications. 2. The game begins March 1, 1992 and continues through May 29, 1992. 3. Callers with touchtone telephones may access the game by dialing 1-900-420-6622. The charge per call is \$3.95. Anyone who is under 18 years of age must get parental permission before calling the game. Callers may access the game from anywhere in the continental U.S., at any time, 24 hours a day, during the term. Callers with rotary telephones are technically ineligible to play. All appropriate prizes won by persons under 18 years of age shall be awarded in their name to a parent or legal guardian. The maximum length of a call is 3 minutes. The telephone number of the originating call must match the telephone number on the prize claim in order for any prizes to be awarded and each telephone number is limited to 4 calls per week during the Term. 4. The caller shall hear an introductory message and will then be requested to enter the telephone number he is calling from for call limiting purposes. Each call is a separate game. The caller will have one minute and forty seconds to answer a series of questions relating to the mural. The goal is to answer as many questions correctly in the time allowed. The caller will hear a bell sound effect for each question answered correctly and a buzzer for each incorrect response. Each person who answers a minimum of ten (10) questions correctly will receive a Special Edition Mural poster (approximate value \$4). The caller will be given a prize claim number relating to the originating phone number. The phone number must match the prize claim number in order to earn the poster. All prize claims must be received by June 30, 1992. All prizes have been provided at cost by Marvel Entertainment Group, Inc. 5. Marvel reserves the right to add or replace questions at any time. Players waive any claim to the right of ambiguity or error in any questions or answers; and, by entering the game, agree to be bound by and subject to these complete rules and regulations. 6. Marvel and Phone Programs USA Inc. whose decisions are final. Players acknowledge that the correct answers to all questions are those provided and validated by Marvel. Sponsors and their Service Provider are not responsible or liable for incorrect or inaccurate entry of information by caller. Technical malfunctions of the telephone network, computer equipment, software or any combination thereof, or lost or delayed data transmissions. 7. Void in Arizona, Georgia, Maryland, Minnesota, and Virginia and wherever else prohibited. Employees and families of Marvel Entertainment Group, Phone Programs USA Inc., Call Interactive and their affiliated companies are not eligible. All federal, state and local laws and regulations apply. 8. A copy of these rules may be obtained free of charge, in person, from PPI, 919 Third Avenue, New York, NY 10022 during normal business hours, or write "Marvel Mural Optical Contest," P.O. Box 7012, FDR Station, New York, NY 10022. If there are any questions re this game, the public may dial 1-800-544-7741 during normal business hours for assistance.

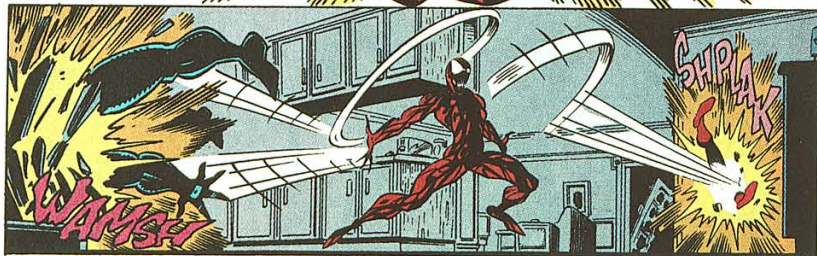
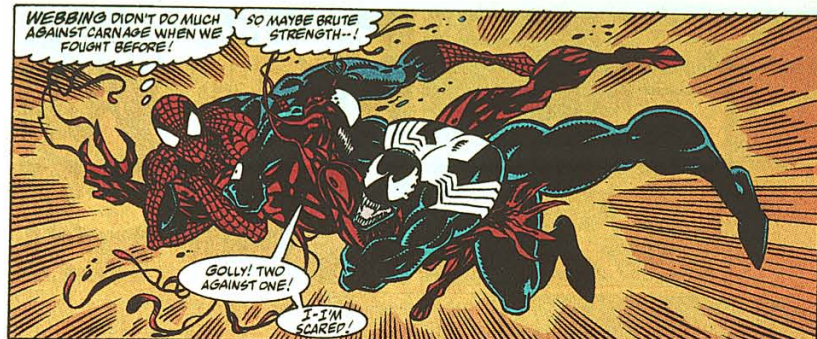
HOW TO PLAY

1. Study this mural CAREFULLY!
2. Call 1-900-420-6622 from a touchtone phone, you will be charged a flat fee of \$3.95. Callers under 18 must have their parents' permission.
3. You will have 1:40 to answer questions related to this mural.
4. You will answer all questions by entering either numbers, initials, words or coordinates on your touchtone phone.
5. When the answer is a word, enter only the first letter of that word.
6. Coordinates are entered number first, letter second (ie: 2P).
7. When locating a single item or character, enter the coordinates of the box in which it is predominately found.
8. Answer 10 or more questions to win; have pen ready to write down prize claim number

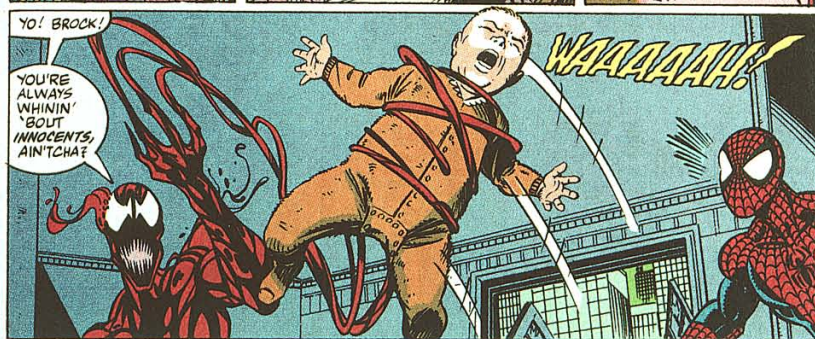
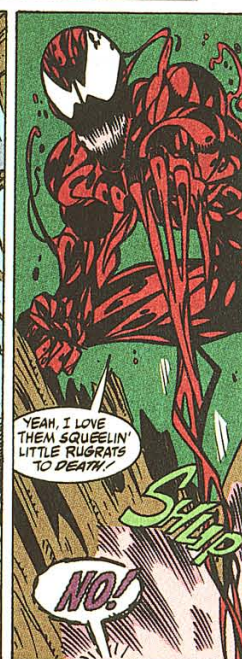
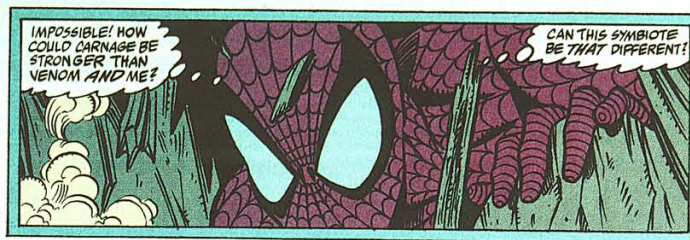
PLAY FAIR! If you're under 18, get parent's permission to play. Limit 4 calls per week, per household!







24



25

STAN'S SOAPBOX

Hi, Heroes!

By now, I hope you're fully recovered from the culture shock of last issue's announcement, where we learned that Jim (Terminator) Cameron plans to write and direct a proposed mega-movie starring the world's greatest web-slinger!

But you know that maniacal Marvel is never content to rest on its laurels; besides, we always have to have some new excitement popping so that I'll have something to write about in ye old Soapbox every month. So here's another pandemonious pronouncement — so electrifying that perhaps you'd better

take it sitting down!

Not only is Jim Cameron arguably the greatest action adventure writer/director in the galaxy, but he's also so tuned in to the mighty Marvel myths that he is about to tackle a second project of ours! Which one? Hey, wouldja believe — **THE X-MEN**?!?

Even as you read these senses-staggering sentences, Jolly Jim is preparing an entire series of animated X-Men cartoons for TV! But we're not talking the ordinary, run-of-the-mill cartoons you're used to seeing! We're talking Hollywood's greatest actors doing the voices! We're talking animation like you've never seen before! We're talking stories, artwork and special effects that will rival

the wonder and spectacle of our mags themselves! We're talking about Jim Cameron personally producing the entire series and giving it the style and scope that only he can bring!

And then, once the cartoon series is under our belt, don't be surprised if we tell you about a *live-action* X-Men movie, just so Spidey won't be lonely up there on the big screen!

There's more, but I'm out of space, so stay tuned till next ish. Marvel's soaring like an eagle, and we want you flying with us all the way!

Excelsior!



Stan Lee

When we think of March, we think of the future, since the very name "March" implies that we are moving forward, like time eternal. We decided this month to look into the future, aided by noted astrologist and dental hygienist, Jean Preddixon.

Join us now as we present our look at the world of tomorrow, or the day after tomorrow, or perhaps the day after next Wednesday ...

In the future, there will be no money! Instead, people will use comic books as currency! And the rarer a comic is, the more it will be worth. The richest man in the world will be the man who owns a complete set of **STREET POET RAY**!

In the future, every Marvel title will have the letter "X" in front of its name!

In the future, every comic will have a double-gatefold, die cut, glow in the dark cover ... and there will be no pages on the inside!

In the future, comics will cost \$10.00 each, and today's reader will be nostalgic and say, "I can remember when they were only \$1.25!"

In the future, dark, gritty characters will become a thing of the past. They will be replaced by tender, sensitive characters. The hottest Marvel titles will be comics featuring Alan Alda and Phil Donahue!

In the future, editor **Ralph Macchio** will actually show up for work before three in the afternoon. (All right, so the crystal ball was a little hazy on this one.)

In the future, editor in chief **Tom DeFalco** will start dressing like Odin, and demand to be called "All-Father Tom"

In the future, managing editor **Glenn Herdling** will perform at Radio City Music Hall, giving a concert with his ability to make music with his hands.

In the future, managing editor **Marie Javins**' wall of cow drawings by famous artists will become a wall of goats instead.

In the future, **WORLD CHAMPIONSHIP WRESTLING** writer **Mike Lackey** will not get hit over the head with a steel chair by a wrestler, as he dreamed of, but he will instead be smacked by a shopping cart pushed by Hulk Hogan in the supermarket.

In the future, editor **Mike Rockwitz** will have an entire issue of **CONAN** tattooed on his body. Only his girlfriend will get to read the whole story.

In the future, **SLEEPWALKER** writer **Bob Budiansky** will actually start sleepwalking



MARCH COOLOMETER

WHAT THE BULLPEN WAS BUZZING ABOUT LAST DECEMBER

- NOMAD
- CHRISTOPHER COLOMBUS
- SKI TRIPS WITH THE GANG
- BAD HAIR DAYS
- DEATH BY BEE-STINGS
- VALENTINES FROM ENEMIES
- THE CHUNNEL
- JUSTICE LEAGUE ARCHIVES
- ALIENS 3
- SOVIET DISSOLUTION
- OPERATION GALACTIC STORM
- GAS PANCAKE GALAXIES
- HOLIDAY DECORATIONS STILL UP
- BAD TIME SLOTS FOR GOOD SHOWS
- MICHAEL JACKSON
- 16-PART CROSSOVERS
- SRI LANKA
- HOOK, LINE AND SINKER
- DISSING FELLOW PROS IN PRINT

around the Marvel offices. When awakened, he will claim he was merely doing research.

In the future, **Bob Harris** will get the rights to all the X-books, and go off and form his own separate comics company, called **Harris E. Comics**. It would be the third largest comic book company in the country. **Terry Kavanagh** will be thankful that **EXCALIBUR** starts with an "E", not an "X"!

In the future, **Roy Thomas** and **Fabian Nicieza** will battle it out to see which one of them has the right to write every single Marvel Comic every month. It will end in a draw, with the two splitting the Marvel line equally.

In the future, editor **Rob Tokar** will edit a comic that will not get canceled after six issues or less.

In the future, managing editor **Tom Brevoort**, who has read every Marvel and DC comic published for the past five years, will actually skip one issue of one series. When asked why, Tom will respond "Well, I can't read everything, you know!"

In the future, comics will be edible! They'll be printed on bread, and after you finish reading an issue, you'll be able to eat it! This will really put a crimp in back issue sales.

In the future, a major Marvel hero will actually reach the big screen. The character? **Willie Lumpkin**, the ear-wiggling mailman!

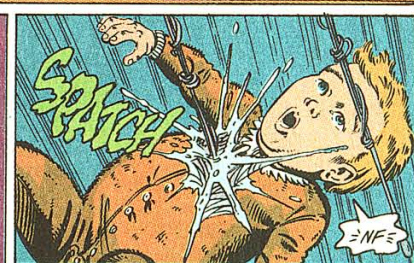
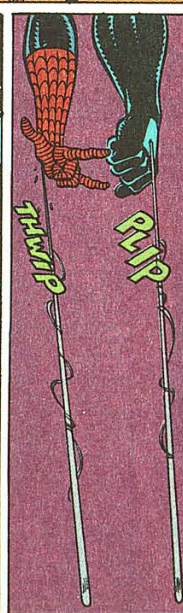
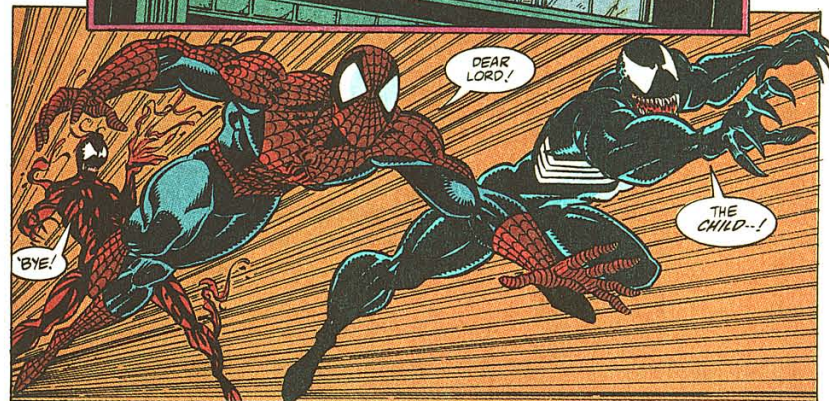
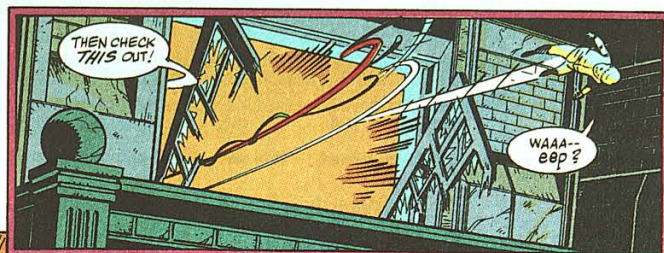
In the future, the Marvel Comics company will grow so large that it will crush all other comics companies under its heel like a fifty-foot reptile. Then it will go on a rampage, destroying everything in its path, until it tries to climb the Empire State Building and is shot down by bi-planes.

In the future, **Spider-Man** and **Mary Jane** will have lots of babies, and **Spidey** will find that his web fluid makes a perfect disposable diaper!

In the future, Marvel will do a multi-part crossover that crosses over retroactively into every comic we ever published, and every comic we will ever publish! If you miss one issue, the whole story will be ruined!

In the future, **Bill** and **Ted** will actually go on an entire issue without uttering the word "Dude" in **BILL AND TED'S EXCELLENT COMIC BOOK**!

Those are the predictions we have right now. It should be interesting to see which if any come true. In closing, we'd just like to remind you not to miss this month's issues of **X-NAMOR**, and **X-EXCALIBUR**! See you next X-Month!



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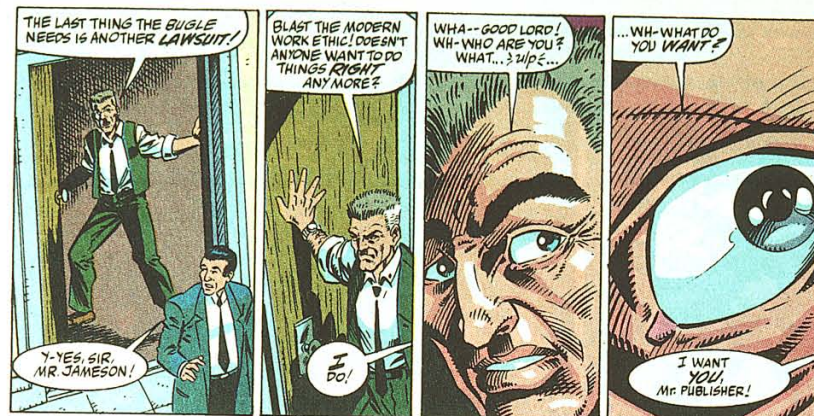
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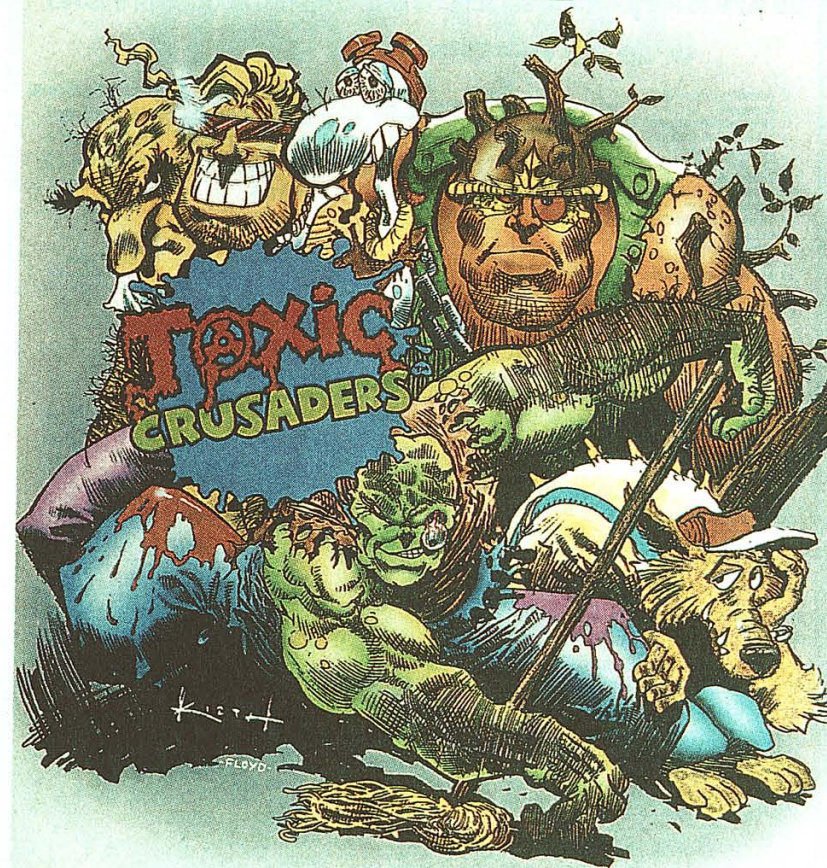
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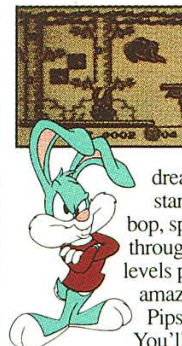
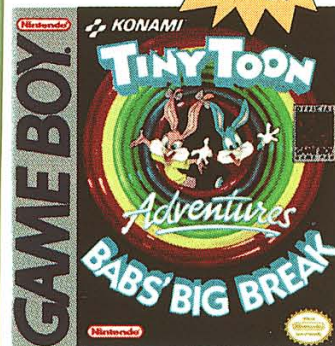
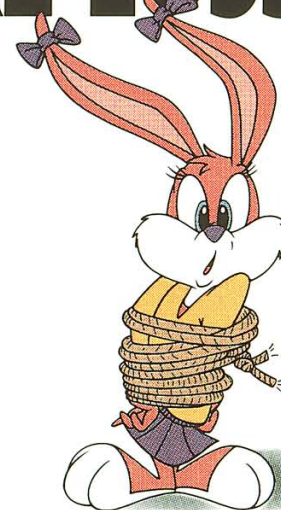
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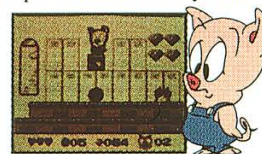
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